

KHATOD INVESTMENTS & FINANCE CO LTD

Registered Office: 8/1, Lal Bazar Street, Bikaner Building, 1st Floor, Room No. 10, Kolkata – 700001

Phone: 033 44500500, E-mail: khatodinv@gmail.com, website: www.khatodinv.com

CIN: L65993WB1990PLC084695

NOTICE

Notice is hereby given that the 30th Annual General Meeting of Khatod Investments & Finance Co Ltd will be held on Wednesday, the 30th day of September, 2020 at 3:00 p.m. at The Aryans School, 149, B.T. Road, Kolkata - 700058, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Shambhu Choubey (DIN 06565599), who retires by rotation and, being eligible, offers himself for re-appointment.

By Order of the Board

Jaspreet Singh Dhir
Company Secretary & Compliance Officer
Membership No.: A40826

Kolkata, 30th July, 2020

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“THE MEETING”) IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. A Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member.

The instrument of proxy, in order to be effective must be duly filled, stamped and signed and should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. The proxy holder should prove his/her identity at the time of attending the Meeting.

The Proxy Form is attached to this notice.

2. Corporate Members such as Companies, Societies, etc. intending to send their authorized representatives to attend the Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Every Member entitled to vote at the Meeting shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, to inspect the proxies lodged, provided that not less than three days notice in writing of the intention to inspect is given by the Member to the Company.
5. Since there is no special business set out in the Notice, no explanatory statement pursuant to section 102 of the Companies Act, 2013 has been annexed to this Notice.
6. The details of Director seeking re-appointment in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings is annexed hereto and forms part of this Notice.
7. In compliance with the MCA circulars and SEBI Circular dated May 12, 2020 and in order to support the “Green Initiative in the Corporate Governance” by the Ministry of Corporate Affairs, the Annual Report for 2019-20 and the Notice of the 30th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent only through electronic mode to all such Members whose email IDs/addresses are registered with the Company/Depository Participant.

Members may note that the Notice of the 30th Annual General Meeting and Annual Report for 2019-20 will also be available on Company’s website at www.khatodinv.com.

8. In order to continue the endeavor towards paperless communication, the Company requests the Members who have not yet registered their e-mail ID/address, to register their e-mail ID/address.

In respect of demat holdings, the members are requested to register their email ID/address with their Depository Participants.

Members who hold shares in physical form are requested to register their e-mail ID/address with the Company's Registrar & Share Transfer Agent "Niche Technologies Private Limited" at nichetechpl@nichetechpl.com or with the Company at khatodinv@gmail.com.

9. Members / Proxies / Authorized Representatives should bring the attendance slips duly filled-in for attending the Meeting and deliver the same at the entrance of the Meeting place. Proxy / Authorized Representative of a Member should mark on the Attendance Slip as "Proxy" or "Representative", as the case may be. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID No. for easy identification of attendance at the Meeting.
10. Members whose shares are in electronic mode are requested to inform change of address and updates of bank account(s) to their respective Depository Participants. Members holding shares in physical form are requested to notify change, if any, in their present residential address or bank mandates under their signatures immediately to the Company / Registrar and Share Transfer Agent of the Company, quoting their folio number.
11. Non-Resident Indian Members are requested to inform the Registrar and Share Transfer Agent immediately of :
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number.
12. Members who hold shares in physical form and wish to make/change a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, may submit such information in the prescribed form SH-13 or SH-14 as required, to the Company's Registrar & Share Transfer Agent.
13. All Statutory Registers and Documents pertaining to the items referred to in the Notice shall be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and Public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting and also at the meeting.

The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.

Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least seven days before the date of the Meeting so as to enable the Company to keep the information ready.

14. Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (“PAN”) by every participant for various securities market transactions. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA for registration of transmission / transposition, deletion of name etc.
15. Pursuant to the amendment to Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, vide Gazette notification dated 8th June, 2018, Securities and Exchange Board of India (“SEBI”) has mandated that the transfer of securities (except transmission and transposition) would be carried out in dematerialized form only with effect from 1st April, 2019. Thus, the Members holding shares in physical form are requested to dematerialize their shareholding to avoid inconvenience.
16. Voting through Electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide to the members, facility to exercise their right to vote on resolutions proposed to be considered at the 30th Annual General Meeting (AGM) by electronic means and the business set out in the notice may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).

The remote e-voting period commences on 27th September, 2020 (10:00 a.m.) and ends on 29th September, 2020 (5:00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The process and manner for remote e-voting is as under:

- a. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- b. Click on “Shareholders” tab.
- c. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- d. Next enter the Image Verification character as displayed and Click on Login.
- e. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- f. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in CAPITAL letters and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g., If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB or Bank Account Number (Dividend Bank Details)	<p>Enter the Bank Account Number (Dividend Bank Details) or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account with the depository or in the company records for your folio.</p> <p>If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (c).</p>

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN relevant for the Company "**Khatod Investments & Finance Co Ltd**".
- k. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and the option NO implies that you dissent to the Resolution.
- l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- p. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q. Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- r. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.
- s. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
17. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at csprachi92@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 29th September, 2020 up to 05:00 P.M. without which the vote shall not be treated as valid.
18. The facility for voting through ballot paper shall also be made available for the members at the AGM and the members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
19. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2020.
20. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
21. Ms. Prachi Todi, Practising Company Secretary (ACS No. 53022; CP No. 22964) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the Annual General Meeting in a fair and transparent manner.

22. The notice of the AGM will be sent through email only to those Members, whose names appear in the register of members / depositories as at closing hours of business, on 21st August, 2020. A person, who is not a member as on cutoff date of 23rd September, 2020 should treat this notice for information purpose only.
23. Investors who became members of the Company subsequent to the mailing of the notice and holds the shares of the Company as on the cut-off date i.e. 23rd September, 2020 are requested to send a written/email communication to the Company at khatodinv@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
24. The Shareholders shall have one vote per equity share held by them as on the cut-off date of 23rd September, 2020. The facility of e-voting would be provided once for every folio / client ID, irrespective of the number of joint holders.
25. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
26. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
27. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.khatodinv.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange where the shares of the Company are listed within 48 hours from the conclusion of the AGM.
28. The results on the above resolutions shall be declared not later than 48 hours from the conclusion of the AGM and the resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour.
29. The Scrutinizer's decision on the validity of e-voting will be final.
30. In conformity with regulatory requirements, the Company will NOT be distributing any gift, gift coupons or cash in lieu of gifts at the Meeting or in connection therewith.
31. A Route Map showing directions to reach to the venue of the 30th AGM of the Company is given at the end of this Notice.
32. Due to the situation of covid-19 pandemic, the Company will take care of all the protective measures such as social distancing, sanitization of the venue of the meeting, availability of masks and sanitizers for everyone attending the meeting and such other measures as per the advisories issued from the relevant authorities.

Requisite details pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings are provided herein below:

Name of Director	Mr. Shambhu Choubey
DIN	06565599
Date of Birth	05.04.1968
Date of original appointment as Director in the Company	10.05.2019
Qualification	Graduate
Expertise in Specific Functional Area	Managerial and motivational qualities
List of other companies in which Directorships held	<ol style="list-style-type: none"> 1. Central Properties Pvt. Ltd. 2. Arunabh Conclave Pvt. Ltd. 3. Debajam Realty Pvt. Ltd. 4. Angarik Developers Private Limited 5. Jagsak Realtors Private Limited 6. Zayan Realtors Private Limited 7. Shashvata Distributors Private Limited 8. Deepesh Shoppers Private Limited 9. Satkarm Vintrade Private Limited 10. Adhunik Infra-Abasan Private Limited 11. Adhunik Build-Niketan Private Limited 12. Adhunik Conclave Private Limited 13. Aashiyana Infraproperties Private Limited 14. Adhunik Build-Dev Private Limited 15. Adhunik Devcon Private Limited 16. Samspa Expo Pvt. Ltd. 17. Lentils Vinimay Private Limited 18. Lentils Dealcom Private Limited 19. Nerine Vinimay Private Limited
Brief Profile	His presence in the Company acts as a strong mental and motivational support.
Committee positions held in Khatod Investments & Finance Co. Ltd.	Member – Nomination and Remuneration Committee
Committee positions held in other Companies	Nil
Shareholding in the Company	Nil
Relationship with other Director inter se	No relationship with any Director of the Company.
No. of Board Meetings attended during F.Y. 2019-20	Six (6)
Terms and Conditions for appointment/re-appointment	In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Shambhu Choubey retires by rotation and being eligible has offered for re-appointment. The Board of Directors and the Nomination and Remuneration Committee have recommended his re-appointment.
Details of remuneration sought to be paid	Nil
Remuneration last drawn	Nil

**ROUTE MAP TO THE VENUE OF THE 30TH ANNUAL GENERAL MEETING OF
Khatod Investments & Finance Co Ltd**

VENUE: THE ARYANS SCHOOL, 149, B.T. ROAD, KOLKATA- 700058

